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Prefix

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

PROCESSED APRIONISON THOMSON

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

| OMB APPROVAL | | | | | | | |
|--------------------------|--|--|--|--|--|--|--|
| OMB Number: 3235-0076 | | | | | | | |
| Expires: May 31, 200 | | | | | | | |
| Estimated average burden | | | | | | | |
| hours per response16.00 | | | | | | | |

SEC USE ONLY

DATE RECEIVED

| Eller CHIFORIA CHAILED OF ERGING | EXEMITION . |
|---|---|
| Name of Offering (check if this is an amendment and name has change Limited Partnership Interests | ed, and indicate change.) |
| Filing Under (Check box(es) that apply): Rule 504 Rule 505 Type of Filing: New Filing Amendment | Rule 506 Section 4(6) FULOE |
| A. BASIC IDENTIFICATION | DATA AND TARREST |
| 1. Enter the information requested about the issuer | APR 1 / (III) |
| Name of Issuer (check if this is an amendment and name has changed, a Chilton Global Distressed Opportunities, L.P. | 4483111191011, 50 |
| Address of Executive Offices (Number and Street, City, State, Zip Code) 1266 East Main Street, 7th Floor, Stamford, CT 06902 | Telephone Number (Including Area Code) (203) 352-4000 |
| Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) | Telephone Number (Including Area Code) |
| Same as executive offices | |
| Brief Description of Business | |
| To produce superior investment returns throughout various market cycles, p claims, derivatives and other obligations and instruments of entities that are | |
| Type of Business Organization | 1 Other (please specify) |

GENERAL INSTRUCTIONS:

Actual or Estimated Date of Incorporation or Organization

Jurisdiction of Incorporation or Organization:

business trust

Codomi

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

Month

0 | 6

Year

0 | 6

(Enter two letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)

limited partnership, to be formed

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying upon ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.



| A. BASIC IDENTIFICATION DATA |
|---|
| 2. Enter the information requested for the following: |
| Each promoter of the issuer, if the issuer has been organized within the past five years; |
| Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% of more of a class of equity securities of the issuer; |
| • Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and |
| Each general and managing partner of partnership issuers. |
| Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner * *General Partner |
| Full Name (Last name first, if individual) Chilton Investment Company, LLC |
| Business or Residence Address (Number and Street, City, State, Zip Code) 1266 East Main Street, 7 th Floor, Stamford, CT 06902 |
| Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer * Director * General and/or Managing Partner |
| Full Name (Last name first, if individual) Adams, Bradley |
| Business or Residence Address (Number and Street, City, State, Zip Code) 1266 East Main Street, 7 th Floor, Stamford, CT 06902 |
| Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer * Director * General and/or Managing Partner |
| Full Name (Last name first, if individual) Bosek, James |
| Business or Residence Address (Number and Street, City, State, Zip Code) 1266 East Main Street, 7th Floor, Stamford, CT 06902 |
| Check Box(es) that Apply: Promoter Beneficial Owner 🗵 Executive Officer * 🔲 Director * 🔲 General and/or Managing Partner |
| Full Name (Last name first, if individual) Cahill, Michael T. |
| Business or Residence Address (Number and Street, City, State, Zip Code) 1266 East Main Street, 7 th Floor, Stamford, CT 06902 |
| Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer * Director * General and/or Managing Partner |
| Full Name (Last name first, if individual) Champ, III, Norman B. |
| Business or Residence Address (Number and Street, City, State, Zip Code) 1266 East Main Street, 7th Floor, Stamford, CT 06902 |
| Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner |
| Full Name (Last name first, if individual) Chiang, Kenneth |
| Business or Residence Address (Number and Street, City, State, Zip Code) 1266 East Main Street, 7th Floor, Stamford, CT 06902 |
| Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer * Director * General and/or Managing Partner |
| Full Name (Last name first, if individual) Chilton, Richard L., Jr. |
| Business or Residence Address (Number and Street, City, State, Zip Code) 1266 East Main Street, 7th Floor, Stamford, CT 06902 |
| (Use blank sheet, or copy and use additional copies of this sheet, as necessary) * of General Partner |

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| 2. Enter the information requested for the fo | llowing: | | | |
|--|--|---------------------------------|---------------------|---|
| Each promoter of the issuer, if | the issuer has been organiz | ed within the past five years | ; | |
| Each beneficial owner having issuer; | the power to vote or dispos | se, or direct the vote or dispo | sition of, 10% of | more of a class of equity securities of the |
| Each executive officer and directions | ector of corporate issuers ar | nd of corporate general and n | nanaging partners | of partnership issuers; and |
| Each general and managing pa | • | , • | 5 5. | |
| | | | | |
| Check Box(es) that Apply: Promoter | Beneficial Owner | Executive Officer * | □ Director | General and/or Managing Partner |
| Clark, Michael W. | | | | |
| Business or Residence Address (Number and 1266 East Main Street, 7th Floor, Stamford, C | | ode) | | |
| Check Box(es) that Apply: Promoter | ☐ Beneficial Owner | Executive Officer | □ Director | General and/or Managing Partner |
| Full Name (Last name first, if individual) Cox Takeuchi, Melissa | | | | |
| Business or Residence Address (Number and 1266 East Main Street, 7th Floor, Stamford, C | | ode) | | |
| Check Box(es) that Apply: Promoter | Beneficial Owner | Executive Officer Din | ector Genera | al and/or Managing Partner |
| Full Name (Last name first, if individual) Curtis, Harry | | | | |
| Business or Residence Address (Number and 1266 East Main Street, 7th Floor, Stamford, C | | ode) | | |
| Check Box(es) that Apply: Promoter | ☐ Beneficial Owner | | Director | General and/or Managing Partner |
| Full Name (Last name first, if individual) Denny, Christopher | | | | |
| Business or Residence Address (Number and 1266 East Main Street, 7th Floor, Stamford, C | 1 Street, City, State, Zip Co T 06902 | ode) | | |
| Check Box(es) that Apply: Promoter | Beneficial Owner | Executive Officer | Director | General and/or Managing Partner |
| Full Name (Last name first, if individual) Ferguson, Colleen | | | | |
| Business or Residence Address (Number and 1266 East Main Street, 7th Floor, Stamford, C | | de) | | |
| Check Box(es) that Apply: Promoter | ☐ Beneficial Owner | | ☑ Director * | General and/or Managing Partner |
| Full Name (Last name first, if individual) Foster, Jennifer L. | | | | |
| Business or Residence Address (Number and 1266 East Main Street, 7th Floor, Stamford, C | | de) | | |
| Check Box(es) that Apply: Promoter | ☐ Beneficial Owner | | Director | General and/or Managing Partner |
| Full Name (Last name first, if individual) Galletti, Scott | | | | |
| Business or Residence Address (Number and 1266 East Main Street, 7 th Floor, Stamford, C | 1 Street, City, State, Zip Co T 06902 | de) | | |
| | blank sheet, or copy and u | se additional copies of this sl | heet, as necessary) |) |
| * of General Partner | | | | |

A. BASIC IDENTIFICATION DATA

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| | A. BASIC II | DENTIFICATION DA | ΓA • | |
|---|---|---------------------------|---------------------------------------|---|
| 2. Enter the information requested for the | following: | | | |
| Each promoter of the issuer. | | - | • | |
| Each beneficial owner havi securities of the issuer; | ng the power to vote or | dispose, or direct the vo | te or dispositio | on of, 10% of more of a class of equity |
| Each executive officer and of | lirector of corporate issu | ers and of corporate gene | eral and managi | ng partners of partnership issuers; and |
| Each general and managing | partner of partnership is | suers. | | |
| Check Box(es) that Apply: Promoter | ☐ Beneficial Owner | Executive Officer | Director | General and/or Managing Partner |
| Full Name (Last name first, if individual) Goehring, Leigh | | | | |
| Business or Residence Address (Number 1266 East Main Street, 7th Floor, Stamford | and Street, City, State, Z J, CT 06902 | Cip Code) | | |
| Check Box(es) that Apply: Promoter | Beneficial Owner | Executive Officer | Director | General and/or Managing Partner |
| Full Name (Last name first, if individual) Henderson, James | | | | |
| Business or Residence Address (Number 1266 East Main Street, 7 th Floor, Stamford | and Street, City, State, Z I, CT 06902 | ip Code) | | |
| Check Box(es) that Apply: Promoter | Beneficial Owner | Executive Officer | Director | General and/or Managing Partner |
| Full Name (Last name first, if individual) Mallon, Patricia | - | | | |
| Business or Residence Address (Number 1266 East Main Street, 7th Floor, Stamford | and Street, City, State, Z I, CT 06902 | ip Code) | · · · · · · · · · · · · · · · · · · · | |
| Check Box(cs) that Apply: Promoter | Beneficial Owner | Executive Officer * | Director | General and/or Managing Partner |
| Full Name (Last name first, if individual) Malley, James | | | | |
| Business or Residence Address (Number 1266 East Main Street, 7 th Floor, Stamford | and Street, City, State, Z I, CT 06902 | ip Code) | | |
| Check Box(es) that Apply: Promoter | Beneficial Owner | Executive Officer | Director | General and/or Managing Partner |
| Full Name (Last name first, if individual) Rae, Christopher | | | | |
| Business or Residence Address (Number 1266 East Main Street, 7 th Floor, Stamford | and Street, City, State, Z , CT 06902 | ip Code) | | |
| Check Box(es) that Apply: Promoter | Beneficial Owner | Executive Officer | Director | General and/or Managing Partner |
| Full Name (Last name first, if individual) Resnansky, Kristin | | | | |
| Business or Residence Address (Number 1266 East Main Street, 7 th Floor, Stamford | | ip Code) | <u> </u> | |
| (Use bla | nk sheet, or copy and use | additional copies of this | sheet, as neces | ssarv) |

| A. BASIC IDENTIFICATION DATA |
|---|
| 2. Enter the information requested for the following: |
| Each promoter of the issuer, if the issuer has been organized within the past five years; |
| Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% of more of a class of equity securities of the issuer; |
| Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and |
| Each general and managing partner of partnership issuers. |
| Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner |
| Full Name (Last name first, if individual) Steinthal, James |
| Business or Residence Address (Number and Street, City, State, Zip Code) 1266 East Main Street, 7th Floor, Stamford, CT 06902 |
| Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director • General and/or Managing Partner |
| Full Name (Last name first, if individual) Szemis, Daniel |
| Business or Residence Address (Number and Street, City, State, Zip Code) 1266 East Main Street, 7th Floor, Stamford, CT 06902 |
| Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer * Director General and/or Managing Partner |
| Full Name (Last name first, if individual) Tirpak, Bradley |
| Business or Residence Address (Number and Street, City, State, Zip Code) 1266 East Main Street, 7 th Floor, Stamford, CT 06902 |
| Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer * Director General and/or Managing Partner |
| Full Name (Last name first, if individual) Urdang, Elizabeth |
| Business or Residence Address (Number and Street, City, State, Zip Code) 1266 East Main Street, 7th Floor, Stamford, CT 06902 |
| Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner |
| Full Name (Last name first, if individual) Wainwright, Jonathan M. |
| Business or Residence Address (Number and Street, City, State, Zip Code) One World Financial Center, New York, NY 10281 |
| (Use blank sheet, or copy and use additional copies of this sheet, as necessary) • of General Partner |

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| | | | | B. IN | FORMATI | ON ABOUT | OFFERIN | G | | | | | |
|--------------|--|------------------|-----------------|------------------|-----------------|---------------------------------------|----------------|----------------|----------------|---------------|----------------------|----------------|--|
| 1. E | las the issuer sol | d, or does the | e issuer intend | i to sell, to no | n-accredited | investors in | this offering | ? | | | Yes □ | No ⊠ | |
| A | Answer also in A | ppendix, Col | umn 2, if filir | ng under ULC | DE. | | | | | | | | |
| | What is the minimum investment that will be accepted from any individual?* *may be waived by General Partner | | | | | | | | | | \$ <u>1,000,000*</u> | | |
| 3. [| Does the offering permit joint ownership of a single unit? | | | | | | | | | Yes ⊠ | No □ | | |
| 4. E | Enter the informa | ition requeste | d for each pe | rson who has | been or will | be paid or g | iven, directly | or indirectly | , any commi | ission or sim | ilar remuner | ration for | |
| s | olicitation of pu | rchasers in co | onnection wi | th sales of se | curities in the | e offering. I | If a person to | be listed is | an associate | d person or | agent of a b | oroker or | |
| d | lealer registered | with the SEC | and/or with | a state or stat | es, list the na | me of the br | oker or deale | er. If more ti | han five (5) p | ersons to be | listed are as | ssociated | |
| р | ersons of such a | broker or dea | aler, you may | set forth the | information f | or that broke | er or dealer o | nly. | | | | | |
| Full N | ame (Last name | first, if indivi | dual) | | | | | | | | | | |
| Busine | ess or Residence | Address (Nut | mber and Stre | et, City, Stat | e, Zip Code) | | | | | | | | |
| | | | | | | | | | | | | | |
| Name | of Associated Br | oker or Deale | er | | | | | | | | | | |
| | in Which Person | | | | | | | • | | | | | |
| [AL] | ck "All States" of [AK] | (AZ) | (AR | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | All State [ID] | |
| [IL] | • • | (A2) | [KS] | [KY] | [LA] | [ME] | [DC] | [MA] | [MI] | [MN] | [MS] | [MO] | |
| [MT] | • • | [VV] | [NH] | [נען] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] | |
| [RI] | | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | (PR) | |
| Full Na | ame (Last name | first, if indivi | dual) | | | | | | | | | | |
| Busine | ess or Residence | Address (Nur | mber and Stre | et, City, State | e, Zip Code) | | | | | | | | |
| Name | of Associated Br | oker or Deale | er | | | · · · · · · · · · · · · · · · · · · · | | | ···· | | | | |
| | in Which Person | | | | | | | | | | | | |
| , | "All States" or | | • | | | | | | | | _ | All State | |
| [AL] | | [AZ] | [AR] | [CA] | | [CT] | | [DC] | [FL] | [GA] | [HI] | [ID] | |
| (IL) [MT] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] | |
| (RI) | | (NV) (SD) | (NH) [TN] | [NJ] [TX] | [NM] [UT] | [NY] [VT] | [NC] [VA] | [ND] [WA] | [OH] [WV] | [OK] [WI] | [OR] [WY] | (PA) [PR] | |
| | ame (Last name i | first, if indivi | dual) | | | | | | | | | | |
| | | | | | ~ ~ ~ | | | | | | | | |
| Busine | ss or Residence | Address (Nun | nber and Stre | et, City, State | e, Zip Code) | | | | | | | | |
| Name o | of Associated Br | oker or Deale | r | | | | | | | | | | |
| | in Which Person | | | | | | | | | | _ | | |
| | "All States" or o | | • | | | | | | | | | All State | |
| [AL] | | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | (HI) | [ID] | |
| (IL) [MT] | (IN) (NE) | [IA] [NV] | [KS] [NH] | [KY] [NJ] | [LA] [NM] | [ME] [NY] | [MD] [NC] | [MA] [ND] | [MI] [OH] | [MN] [OK] | [MS] [OR] | [MO] [PA] | |
| (RII | | [SD] | (TN) | (TX) | [UT] | (VT) | (VA) | [WA] | (WV) | (WI) | [UK] | [PR] | |
| 11511 | 100 | 1001 | 1 1 1 4 1 | 11/1 | 1011 | 1 7 1 1 | 1 7 71 | 1 77 / 1 | 1 77 V | 1 77 1 1 | 2 YY 1 I | 10.1 | |

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| | C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE | OF P | ROCEEDS | | |
|----|---|-----------|-----------------------------|-----------------|--|
| 1. | Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. | | | | |
| | Type of Security | (| Aggregate Offering Price | An | ount Already Sold |
| | Debt | s_ | (| s | 0 |
| | Equity | \$ | C | s | 0 |
| | ☐ Common ☐ Preferred | | | | |
| | Convertible Securities (including warrants) | \$ | | s | 0 |
| | Partnership Interests | \$ | 500,000,000 | \$ | 16,891,515 |
| | Other (Specify) | \$ | C | \$ | 0 |
| | Total | s | | s | 16,891,515 |
| | Answer also in Appendix, Column 3, if filing under ULOE. | | | | |
| 2. | Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." | | | | |
| | | | Number Investors | Do | Aggregate illar Amount f Purchases |
| | Accredited Investors | _ | 29 | s | 16,891,515 |
| | Non-accredited Investors | _ | 0 | s | 0 |
| | Total (for filings under Rule 504 only) | _ | | . s | |
| | Answer also in Appendix, Column 4, if filing under ULOE. | | | | |
| 3. | If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. | | | | |
| | Type of offering | | Type of Security | Do | llar Amount Sold |
| | Rule 505 | - | | s | |
| | Regulation A | _ | | s | |
| | Rule 504 | | | S | |
| | Total | _ | | s | |
| 4. | a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. | | | | |
| | Transfer Agent's Fees | | | \$ <u>0</u> | |
| | Printing and Engraving Costs | | | \$ <u>0</u> | |
| | Legal Fees | | ⋈ | \$ 50,00 | 0 |
| | Accounting Fees | | Ø | \$ <u>35,00</u> | 0 |
| | Engineering Fees | | | \$ <u>0</u> | |
| | Sales Commissions (specify finders' fees separately) | | | \$0 | |

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□ \$<u>0</u>

S \$85,000

Other Expenses (identify)

Total.....

| | C. OFFERING PRICE, NUMB | ER OF INVESTORS, EXPENSES AND USE (| OF PROCEEDS | | |
|------|--|--|--|----------------|-----------------------|
| | b. Enter the difference between the aggregate offering prand total expenses furnished in response to Part C - Questi proceeds to the issuer." | on 4.a. This difference is the "adjusted gross | | <u>\$ 4</u> | 199,915,000 |
| 5. | Indicate below the amount of the adjusted gross proceeds each of the purposes shown. If the amount for any purpos the box to the left of the estimate. The total of the pa proceeds to the issuer set forth in response to Part C - Que: | e is not known, furnish an estimate and check yments listed must equal the adjusted gross | | | |
| | | | Payments to Officers, Directors, & Affiliates | | Payments To Others |
| | Salaries and fees | | \$ | └ □ S_ | 0 |
| | Purchase of real estate | | \$0 | <u>.</u> □ \$_ | 0 |
| | Purchase, rental or leasing and installation of machin | ery and equipment | \$0 | <u> </u> | 0 |
| | Construction or leasing of plant buildings and faciliti | es | \$0 | <u> </u> | . 0 |
| | Acquisitions of other businesses (including the value offering that may be used in exchange for the assets of pursuant to a merger) | or securities of another issuer | \$ 0 | | 0 |
| | Repayment of indebtedness | | | | 0 |
| | Working capital | | • | | 499,915,000 |
| | Other (specify): | | | | 499,913,000 |
| | Office (speeny). | | <u></u> | , ш.а_ | <u> </u> |
| | | | \$0.00 | <u>.</u> □ \$_ | 0,00 |
| | Column Totals: | | \$0.00 | <u>⊠ \$</u> | 499,915,000 |
| | Total Payments Listed (column totals added) | | | | 0 |
| | | D. FEDERAL SIGNATURE | | | |
| con | issuer has duly caused this notice to be signed by the unde stitutes an undertaking by the issuer to furnish to the U.S. Se he issuer to any non-accredited investor pursuant to paragrap | curities and Exchange Commission, upon written | | | |
| Issu | er (Print or Type) | Signature A | Date | | |
| Chi | ton Global Distressed Opportunities, L.P. | Men | April 9 | 200 | 2 |
| | ne of Signer (Print or Type) | Title of Signer (Print or Type) | , , | 1 | <u> </u> |
| Jam | es Steinthal | Managing Director & General Counsel - Fur Chilton Investment Company, LLC, General | nds Partner | | |
| | | | | | |

As set forth in the Partnership Agreement, the Partnership will pay its own operating expenses and its pro rata share of the operating expenses of Chilton Global Distressed Opportunities Master Fund, L.P. (the Master Fund), or will reimburse the General Partner to the extent such expenses are incurred by the General Partner. In addition, the Master Fund will pay the General Partner a fee, within 10 days after the beginning of each fiscal quarter, equal to 0.375% (1.50% per annum) of the aggregate value of the Master Fund's net asset value at the beginning of such fiscal quarter (the "Fixed Fee"). The Fixed Fee will be paid to the General Partner in consideration for bearing certain expenses and providing other services to the Fund. At the end of any fiscal year of the Master Fund, 20% of the net profits (if any) allocated to the Basic Capital Sub-Account of each investor (other than a Special Investor (as defined in the Offering Memorandum)) for such fiscal year (determined by including such Investor's relevant Special Situation Investment Percentage of any net profits or losses realized (or deemed realized) by the Master Fund from any Special Situation Investment during the fiscal year) will be deducted from such Investor's Basic Capital Sub-Account, as defined in the Offering Memorandum, as of the end of such fiscal year and allocated to the Basic Capital Sub-Account of the General Partner, subject to the loss carryforward provision discussed in the Offering Memorandum. In the event that an Investor withdrawall or any portion of its Fund Basic Capital Account at any time other than at the end of a fiscal year, such allocation will be made as of the date of such withdrawal with respect to the withdrawn portion of such Investor's Fund Basic Capital Account, as though such withdrawal date were the last day of the fiscal year. The Master Fund's fiscal year will end at the close of business on December 31.

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)